



RICHLAND EQUIPMENT CO., INC.
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February 3, 2009

John Deere Company
2001 Deere Drive
Conyers, Georgia 30013

Attention: Harold J. Norman, Jr.
Division Sales Manager

Certified Mail
Return Receipt Requested

Dear Mr. Norman:

This letter is in response to your letter dated January 16, 2009. Richland Equipment Co., Inc. will continue the Dealer Agreement with John Deere Company. The primary goal of Richland is to promote John Deere products to our customers while maintaining a profitable and professional dealership. John Deere has been through many changes in terms, policies and management which have changed the working relationship with Richland Equipment over our 34 years as a dealer. Richland has risen to the challenge and continued to represent John Deere and ourselves in a professional and ethical manner.

During our 34 years in this area we have seen over thirty (30) of our competitors close down. The last two were Massey Ferguson dealerships, closed in 2007 and 2008. The remaining competitors include seven Kubota and two Mahindra dealerships which have a significant price advantage and have offers for financing packages that beat what John Deere is offering. We have repeatedly discussed this with the Atlanta Branch and in John Deere In-Line Meetings. John Deere is now and has always been our only tractor line. John Deere has not offered helpful solutions to either problem.

We feel John Deere has not provided support staff when we asked for it. I offer the following timeline to demonstrate the lack of support.

January 7, 2007 – Jack Jones, Jr. called Paul Robbins, Territory Manager, to advise him of key personnel changes. Both the sales manager and the Service Department Manager left with short notice. We asked for help at that time.

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EXHIBIT

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February 15, 2007 – Paul Robbins meet with me to discuss market share in our AOR. We asked for help in training our new Sales Manager, Harold Leonard. Mr. Leonard had corporate sales experience but not with John Deere. He responded that his plate was full and he was busy with other stores. Mr. Robbins returned to his home over six hours away and we did not have anymore personal contact with him.

October, 2007 – We were notified that Shelton Echols would replace Mr. Robbins. It was further noted that Mr. Echols would be tied up with business at the factory.

February 10, 2008 – Met Shelton Echols

February 19, 2008 – Met at dealership with Mr. Echols and Harold Norman, new Sales Manager. We were notified that our market share had dropped, employee training was behind and after sales customer contact needed improvement. We again told them about lack of support and requested help for Harold Leonard.

December, 2008 – Shelton Echols returned to report that employee training was completed and customer contact after sales was up to 100%. Market share was still low.

During the 2008 year we encountered problems with obtaining equipment inventory from John Deere. The equipment we needed was either not available or not available in a timely manner. This resulted in lost sales. The Southwest Mississippi area market strategy should include more competitively priced tractors and implements from John Deere for the dealership.

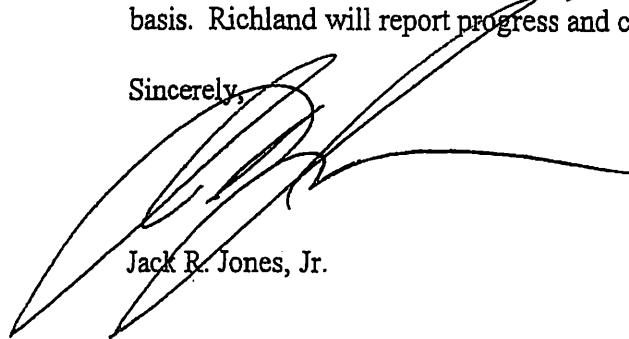
The Richland Equipment Co., Inc. staff have years of experience and are highly trained in John Deere sales, service and parts. Our staff is available for customers during a standard work week

Advertising is done on a regular basis. John Deere has cut co-op for many advertisements such as the yellow pages. In spite of these cuts we have continued placing ads for seasonal promotions.

We have reviewed the information regarding our market share and do not agree with the accuracy of the figures provided. We have been compared to dealerships that are different from our area. The Southwest Mississippi area is geographically unique compared to other John Deere dealerships. Our customers need equipment for small acreage farms not for large row crop farms. The market strategy needs to target the customers' needs by offering the tractors that our customers need at a competitive price.

The staff and I remain committed to continue through hard work, education and good communications to improve and maintain a high standard for the dealership. John Deere's assistance and support are welcomed in our efforts to achieve our market share objectives. It is questionable to us that John Deere wants Richland to succeed in making improvements in sales in our area of responsibility. It seems that John Deere's intention is to discourage improvements rather than encourage improvement. We are encouraged to know that the John Deere Territory Manager will be available to assist us on a regular basis. Richland will report progress and concerns by certified mail.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'JR Jones', is written over the word 'Sincerely,' and extends to the right.

Jack R. Jones, Jr.